



ETS GROUP LIMITED

易通訊集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code:8031



**SYSTEM
SOLUTION**

**CONTACT
CENTER SERVICE**

**FINANCIAL
SERVICES**

2019

FIRST QUARTERLY REPORT

CHARACTERISTICS OF GEM (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This report, for which the directors (the “Directors”) of ETS Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

FINANCIAL SUMMARY

The Group's total revenue increased from approximately HK\$32,320,000 for the three months ended 31 March 2018 to approximately HK\$36,623,000 for the three months ended 31 March 2019.

Profit attributable to owners of the Company for the three months ended 31 March 2019 was approximately HK\$2,534,000, representing an increase of approximately 723% as compared with the profit attributable to owners of the Company of approximately HK\$308,000 for the corresponding period in 2018.

Earnings per share for the three months ended 31 March 2019 was approximately HK0.91 cents (three months ended 31 March 2018: approximately HK0.11 cents).

The board of Directors does not recommend an interim dividend for the three months ended 31 March 2019 (2018: nil).

UNAUDITED RESULTS

The board of Directors (the "Board") of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the three months ended 31 March 2019 together with the comparative figures for the corresponding period ended 31 March 2018 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

For the three months ended 31 March 2019

		Three months ended 31 March	
Notes	2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)	
Revenue	36,623	32,320	
Other income	38	131	
Other gains/(losses) – net	2	(63)	
Employee benefits expenses	(24,541)	(18,914)	
Depreciation and amortization	(1,757)	(2,096)	
Other operating expenses	(7,205)	(10,403)	
Operating profit	3,160	975	
Finance costs	(62)	(148)	
Profit before tax	3,098	827	
Income tax expense	(564)	(519)	
Profit for the period	2,534	308	
Total comprehensive income for the period	2,534	308	
Profit attributable to owners of the Company	2,534	308	
Total comprehensive income attributable to owners of the Company	2,534	308	
Earnings per share attributable to owners of the Company			
– Basic and diluted (HK cents)	0.91	0.11	

NOTES TO THE FINANCIAL INFORMATION

For the three months ended 31 March 2019

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 29 June 2011 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The shares of the Company have been listed on the GEM of the Stock Exchange with effect from 9 January 2012 (the "Listing Date").

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The Group's unaudited condensed consolidated first quarterly financial information has been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of the GEM Listing Rules.

The accounting policies and basis adopted in preparing the unaudited condensed consolidated first quarterly financial information were consistent with those applied for the consolidated financial statements of the Group for the year ended 31 December 2018.

The HKICPA has issued certain new and revised Hong Kong Financial Reporting Standards ("HKFRSs"). For those which are effective for accounting periods beginning on or after 1 January 2019, the adoption has no material impact on how the results and financial positions of the Group for the current and prior periods have been prepared and presented. For those which are not yet effective and have not been early adopted in prior accounting periods, the Group is in the process of assessing their impact on the Group's results and financial position.

3. REVENUE

	Three months ended 31 March	
	2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)
Outsourcing inbound contact services	2,653	5,232
Outsourcing outbound contact services	9,451	11,488
Staff insourcing services	15,803	11,750
Contact service centre facilities management services	3,038	2,741
Financial services	5,061	580
Others*	617	529
	36,623	32,320

* Others: segment which principally comprises system maintenance income, licencing income and sales of system and software income.

4. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at a rate of 16.5% (2018: 16.5%) on the estimated assessable profits arising in or derived from Hong Kong for the three months ended 31 March 2019.

	Three months ended 31 March	
	2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)
Current income tax	564	519
Deferred income tax	-	-
	564	519

No provision for deferred taxation has been made in the financial statements since there is no material timing difference.

5. EARNINGS PER SHARE

The calculation of basic earnings per share for the three months ended 31 March 2019 is based on (i) the unaudited consolidated profit attributable to the owners of the Company of approximately HK\$2,534,000 (three months ended 31 March 2018: approximately HK\$308,000) and (ii) the weighted average number of 280,000,000 ordinary shares issued during the three months ended 31 March 2019 (during the three months ended 31 March 2018: the weighted average number of 280,000,000 ordinary shares issued).

The diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares in issue during the three months ended 31 March 2019 and three months ended 31 March 2018.

6. MOVEMENT OF RESERVES

	Attributable to owners of the Company					Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	Available- for-sale financial asset revaluation reserve HK\$'000	Retained profits HK\$'000	
Balance at 1 January 2018	2,800	25,238	25,624	-	55,971	109,633
Profit for the period	-	-	-	-	308	308
Other comprehensive income for the period	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	308	308
Balance at 31 March 2018	2,800	25,238	25,624	-	56,279	109,941
Balance at 1 January 2019	2,800	25,238	25,624	-	59,917	113,579
Profit for the period	-	-	-	-	2,534	2,534
Other comprehensive income for the period	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	2,534	2,534
Balance at 31 March 2019	2,800	25,238	25,624	-	62,451	116,113

7. APPROVAL OF THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

The unaudited condensed consolidated results of the Group for the three months ended 31 March 2019 were approved by the Board on 9 May 2019.

DIVIDEND

The Board does not recommend the payment of any interim dividend for the three months ended 31 March 2019 (three months ended 31 March 2018: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Financial and Business Review

The Group is continuously engaged in the business of providing comprehensive multi-media contact services and contact centre system solution. In addition to the principle activities include outsourcing inbound contact services, outsourcing outbound contact services, staff insourcing services and contact service centre facilities management services, the Group started to operate financial service business in 2017.

The Group's total revenue increased from approximately HK\$32.3 million for the three months ended 31 March 2018 to approximately HK\$36.6 million for the three months ended 31 March 2019. The increase of revenue mainly contributed by our financial service business. The employee benefits expenses increased from approximately HK\$18.9 million for the three months ended 31 March 2018 to approximately HK\$24.5 million for the three months ended 31 March 2019 mainly due to increase in employment of contact centre agents after ceasing to use outsourcing agents. The other operating expenses decreased to approximately HK\$7.2 million for the three months ended 31 March 2019 from approximately HK\$10.4 million for the three months ended 31 March 2018 mainly due to the termination of service contract with an outsourcing company.

The Group's depreciation and amortization expenses decreased from approximately HK\$2.1 million for the three months ended 31 March 2018 to approximately HK\$1.8 million for the three months ended 31 March 2019. The Group's finance costs decreased from approximately HK\$0.1 million for the three months ended 31 March 2018 to approximately HK\$62,000 for the three months ended 31 March 2019.

The unaudited profit attributable to owners of the Company increased from approximately HK\$0.3 million for the three months ended 31 March 2018 to approximately HK\$2.5 million for the three months ended 31 March 2019, mainly due to the increase of revenue in the period.

PROSPECTS

In the past few years, data privacy regulations and data security compliances have stifled the growth of outsourcing outbound telemarketing services to a substantial extent. The effect has been reflected in the continual drop in our outbound service revenue. And the Group believed that if further regulation on person-to-person telemarketing call through the introduction of the Do-not-call Register is established, there will be limited room for growth of outbound contact services in the future.

On the bright side, demand on insourcing service has continued to rise and the Group has strengthened our team structure and facilities to capture the growth successfully. Staff insourcing service will stay as one of the major business strategies of the Group for future expansion.

Hong Kong's financial market remained strong in the first three months of 2019. Despite the earnings forecasts were lower as affected by the trade war between China and the United States of America, Hang Seng Index surged 15% from the beginning of the year. The Group believed the uptrend with a slower growth rate will be maintained for a certain period of time, and will continue to explore more opportunities to expand our business in margin financing as well as trading volume. Moreover, with Hong Kong being positioned as the asset management centre under the Greater Bay Area framework agreement, the Group believed it will certainly provide abundant business opportunities for different types of fund management in the coming future, and we will closely monitor the development and put in more resources and effort on setting up fund and fund management business.

CORPORATE GOVERNANCE

The Company has complied with all the code provisions as set out in the Corporate Governance Code (the "Code") in Appendix 15 to the GEM Listing Rules throughout the three months ended 31 March 2019 except for the code provision A.6.2(a) of the Code, details of which are set out below.

According to code provision A.6.2(a) of the Code, the functions of non-executive directors should include participating in board meetings to bring an independent judgement to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct. During the period under review, Mr. Tang Shing Bor, a non-executive Director, was absent from the board meeting held due to a clash of other important engagement at the same time.

CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specified enquiry on the Directors, all Directors confirmed that they have complied with the required standard of dealings concerning securities transactions for the three months ended 31 March 2019.

SHARE OPTION SCHEME

During the three months ended 31 March 2019, no share option was granted, exercised, expired or lapsed under the share option scheme approved on 21 December 2011 (the "Share Option Scheme").

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from the Share Option Scheme, at no time during the three months ended 31 March 2019 was any of the Company or any associated corporation a party to any arrangement to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age 18, had any right to subscribe for the Shares in, or debentures of, the Company, or had exercised any such rights.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

So far as the Directors are aware of, none of the Directors or the substantial/controling shareholders of the Company has any interest in a business which competes or may compete with the business of the Group or has any other conflict of interest with the Group for the three months ended 31 March 2019.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND/OR ITS ASSOCIATED CORPORATIONS

As at 31 March 2019, the interests and short positions of the Directors and chief executives of the Company (the "Chief Executives") in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director or Chief Executive is taken or deemed to have under such provision of the SFO) or which were required pursuant to section 352 of the SFO, to be entered in the register required to be kept by the Company, or which were required, pursuant to Securities Transactions by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions in the shares of the Company

Name of Directors/ Chief Executives	Capacity	Nature of interests	Number of shares/ underlying shares held	Percentage of the issued share capital of the Company as at 31 March 2019
Mr. Tang Shing Bor	Interest in a controlled corporation	Corporate interest	210,000,000 <i>(Note)</i>	75%

Note:

These interests were held by Million Top Enterprises Limited which is wholly and beneficially owned by Mr. Tang Shing Bor. Mr. Tang Shing Bor is therefore deemed to be interested in such shares by virtue of Part XV of the SFO.

Save as disclosed above, as at 31 March 2019, none of the Directors and/or Chief Executive had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to the Securities Transactions by Directors, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITION IN SHARES AND/OR UNDERLYING SHARES OF THE COMPANY

So far as is known to the Directors, as at 31 March 2019, the following persons (not being a Director or Chief Executive) who had interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company under provision of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO, or who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

Long positions in the shares of the Company

Name of substantial shareholders	Capacity	Number of Shares/underlying Shares held	Approximate percentage of the issued share capital of the Company as at 31 March 2019
Million Top Enterprises Limited <i>(Note)</i>	Beneficial owner	210,000,000	75%

Note:

Million Top Enterprises Limited is wholly and beneficially owned by Mr. Tang Shing Bor, a non-executive Director.

Save as disclosed above, as at 31 March 2019, the Directors were not aware of any other persons (other than Directors or Chief Executive) who had interests and/or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, or who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company.

AUDIT COMMITTEE

The Audit Committee has reviewed the unaudited interim results of the Group for the three months ended 31 March 2019 and is of the opinion that the accounting policies of the Group are in accordance with the generally accepted accounting practices in Hong Kong, the Stock Exchange and legal requirements, and that adequate disclosures have been made.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

The Company did not redeem any of its listed securities, and neither did the Company nor any of its subsidiaries purchase or sell any of the listed securities of the Company for the three months ended 31 March 2019.

By order of the Board

ETS Group Limited

Tang Yiu Sing

Executive Director and Chief Executive Officer

Hong Kong, 9 May 2019

As at the date of this report, the executive directors of the Company are Mr. Tang Yiu Sing and Mr. Yeung Ka Wing; the non-executive director of the Company is Mr. Tang Shing Bor and the independent non-executive directors of the Company are Mr. Wong Sik Kei, Mr. Cheung Kong Ting and Mr. Wong Kam Tai.

This report will remain on the “Latest Company announcement” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.etsgroup.com.hk.